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PART III

Notifications by High Court, Advertisement, Notices and Change of Name etc.

IN THE HIGH COURT FOR THE STATES OF PUNJAB AND HARYANA AT CHANDIGARH

**ORIGINAL COMPANY JURISDICTION
COMPANY PETITION NO. 165 OF 2016**

IN THE MATTERS OF:

THE COMPANIES ACT, 1956

AND

IN THE MATTER OF:

SECTION 391-394 OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF:

THE SCHEME OF ARRANGEMENT

1. HB Stockholdings Limited having its registered office at Plot No. 31, Echelon Institutional Area, Sector-32, Gurgaon-122 001, Haryana, India [CIN: L65929HR1985PLC033936; Phone No. +91-124-4675500; Fax: +91-124-4370985; Website: www.hbstockholdings.com; Email: corporate@hbstockholdings.com]

...Demerged Company No. 1/Petitioner Company No. 1.

AND

2. HB Portfolio Limited having its registered office at Plot No. 31, Echelon Institutional Area, Sector-32, Gurgaon-122 001, Haryana, India [CIN: L67120HR1994PLC034148; Phone No. +91-124-4675500; Fax: +91-124-4370985; Website: www.hbportfolio.com; Email: corporate@hbportfolio.com]

...Resulting Company No. 1/Demerged Company No. 2/Petitioner Company No. 2.

AND

3. HB Estate Developers Limited having its registered office at
Plot No. 31, Echelon Institutional Area, Sector-32,
Gurgaon-122 001, Haryana, India [CIN: L99999HR1994PLC034146;
Phone No. +91-124-4675500; Fax: +91-124-4370985;
Website: www.hbestate.com; Email: corporate@hbestate.com]

... *Resulting Company No. 2/Petitioner Company No. 3.*

(JOINTLY REFERRED TO AS THE PETITIONER COMPANIES)

Notice is hereby given that by an order dated September 16, 2016, the Hon'ble High Court of States for the Punjab and Haryana at Chandigarh has directed that a meeting of the Equity Shareholders of the Demerged Company No. 1/Petitioner Company No. 1 to be held for the purpose of considering and if thought fit, approving with or without, modification(s), the Scheme of Arrangement proposed to be made amongst the Petitioner Companies and their respective Shareholders and Creditors.

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of the Demerged Company No. 1/Petitioner Company No. 1 will be held at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon - 122 001 (Haryana) on December 3, 2016, at 11.00 A.M., at which time and place the said Equity Shareholders are requested to attend.

Copies of the said Composite Scheme of Arrangement, and of the statement under Section 393 can be had free of charge at the registered office of the Demerged Company No. 1/Petitioner Company No. 1 at Plot No. 31, Echelon Institutional Area, Sector-32, Gurgaon-122 001, Haryana, India or at the office of its Advocate(s), Mr. Vikas Mohan Gupta at House No.1254, Sector 8C, Chandigarh-160009.

Persons entitled to attend and vote at the meeting(s) may vote in person or by a proxy, provided that all the proxies in the prescribed form are deposited at the registered office of the Demerged Company No. 1/Petitioner Company No. 1 at its registered office address mentioned hereinabove not later than 48 hours before the time for the meeting.

Forms of proxy can be had at the registered office of the Demerged Company No. 1/Petitioner Company No. 1.

The Hon'ble Court has appointed Mr. Manoj Bajaj, Advocate (Mobile No.9815155575) as Chairman and Mr. Rajiv Verma, Advocate (Mobile No.9814636388) as Co-chairman of the meeting of the Equity Shareholders.

The above mentioned Composite Scheme of Arrangement, if approved by the meetings, will be subject to subsequent approval of the Hon'ble High Court for the States of Punjab and Haryana at Chandigarh.

Dated this 20th day of Oct., 2016.

MANOJ BAJAJ,

(Sd.)...,

Chairperson appointed for the meeting of Equity
Shareholders of Demerged Company No. 1/Petitioner Company No. 1.

**IN THE HIGH COURT FOR THE STATES OF PUNJAB AND HARYANA AT CHANDIGARH
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...Resulting Company No. 1/Demerged Company No. 2/Petitioner Company No. 2.

AND

3. HB Estate Developers Limited having its registered office at
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Website: www.hbestate.com; Email: corporate@hbestate.com]

... Resulting Company No. 2/Petitioner Company No. 3.

(JOINTLY REFERRED TO AS THE PETITIONER COMPANIES)

Notice is hereby given that by an order dated September 16, 2016, the Hon'ble High Court of States for the Punjab and Haryana at Chandigarh has directed a meeting to be held of the Equity Shareholders of the Resulting Company No. 1/Demerged Company No. 2/Petitioner Company No. 2 to be held for the purpose of considering and if thought fit, approving with or without, modification(s), the Scheme of Arrangement proposed to be made amongst the Petitioner Companies and their respective Shareholders and Creditors.

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of the Resulting Company No. 1/Demerged Company No. 2/Petitioner Company No. 2 will be held at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon - 122 001 (Haryana) on December 3, 2016, at 2.30 P.M., at which time and place the said Equity Shareholders are requested to attend.

Copies of the said Composite Scheme of Arrangement, and of the statement under Section 393 can be had free of charge at the registered office of the Resulting Company No. 1/Demerged Company No. 2/Petitioner Company No. 2 at Plot No. 31, Echelon Institutional Area, Sector-32, Gurgaon-122001, Haryana, India or at the office of its Advocate(s), Mr. Vikas Mohan Gupta at House No.1254, Sector 8C, Chandigarh-160009.

Persons entitled to attend and vote at the meeting(s) may vote in person or by a proxy, provided that all the proxies in the prescribed form are deposited at the registered office of the Resulting Company No. 1/Demerged

Company No. 2/Petitioner Company No. 2 at its registered office address mentioned hereinabove not later than 48 hours before the time for the meeting.

Forms of proxy can be had at the registered office of the Resulting Company No. 1/Demerged Company No. 2/Petitioner Company No. 2.

The Hon'ble Court has appointed Mr. D.K. Singal, Advocate (Mobile No.9417206670) as Chairman and Mr. Vikas Chatrath, Advocate (Mobile No. 9872503300) as Co-Chairman of the meeting of the Equity Shareholders.

The above mentioned Composite Scheme of Arrangement, if approved by the meetings, will be subject to subsequent approval of the Hon'ble High Court for the States of Punjab and Haryana at Chandigarh.

Dated this 20th day of Oct., 2016.

(Sd.)...,

Chairman appointed for the meeting of Equity
Shareholders of Resulting Company No. 1/
Demerged Company No. 2/Petitioner Company No. 2.

IN THE HIGH COURT FOR THE STATES OF PUNJAB AND HARYANA AT CHANDIGARH

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Website: www.hbestate.com; Email: corporate@hbestate.com]

...Resulting Company No. 2/Petitioner Company No. 3.

(JOINTLY REFERRED TO AS THE PETITIONER COMPANIES)

Notice is hereby given that by an order dated September 16, 2016, the Hon'ble High Court of States for the Punjab and Haryana at Chandigarh has directed that separate meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Resulting Company No. 2/Petitioner Company No. 3 to be held for the purpose of considering and if thought fit, approving with or without, modification(s), the Scheme of Arrangement proposed to be made amongst the Petitioner Companies and their respective Shareholders and Creditors.

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of the Resulting Company No. 2/Petitioner Company No. 3 will be held at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon - 122 001 (Haryana) on December 10, 2016, at 11.00 A.M., at which time and place the said Equity Shareholders are requested to attend.

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of the Secured Creditors of the Resulting Company No. 2/Petitioner Company No. 3 will be held at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon - 122 001 (Haryana) on December 10, 2016, at 2.00 P.M. at which time and place the said Secured Creditors are requested to attend.

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of the Unsecured Creditors of the Resulting Company No. 2/Petitioner Company No. 3 will be held at GIA House, I.D.C., Mehrauli Road, Opp. Sector 14, Gurgaon - 122 001 (Haryana) on December 10, 2016, at 2.30 P.M., at which time and place the said Unsecured Creditors are requested to attend.

Copies of the said Composite Scheme of Arrangement and the statement under Section 393 can be had free of charge at the registered office of the Resulting Company No. 2/Petitioner Company No. 3 at Plot No. 31, Echelon Institutional Area, Sector-32, Gurgaon-122 001, Haryana, India or at the office of its Advocate(s), Mr. Vikas Mohan Gupta at House No.1254, Sector 8C, Chandigarh- 160009.

Persons entitled to attend and vote at the meeting(s) may vote in person or by a proxy, provided that all the proxies in the prescribed form are deposited at the registered office of the Resulting Company No. 2/Petitioner Company No. 3 at its registered office address mentioned hereinabove not later than 48 hours before the time for the respective meeting.

Forms of proxy can be had at the registered office of the Resulting Company No. 2/Petitioner Company No. 3.

The Hon'ble Court has appointed Mr. Manish Kumar Singla, Advocate (Mobile No.9814452475) as Chairman and Mr. Vikas Suri, Advocate (Mobile No.9815667733) as Co-Chairman of the meeting of the Equity Shareholders.

The Hon'ble Court has appointed Mr. Suman Jain, Advocate (Mobile No.9216255775) as Chairman and Mr. Vaneet Soni, Advocate (Mobile No.9646965237) as Co-Chairman of the meeting of the Secured Creditors.

The Hon'ble Court has appointed Mr. Ashok Jindal, Advocate (Mobile No.9417655177) as Chairman and Mr. Suresh Kumar Monga, Advocate (Mobile No.9814106356) as Co-Chairman of the meeting of the Unsecured Creditors.

The above mentioned Composite Scheme of Arrangement, if approved by the meetings, will be subject to subsequent approval of the Hon'ble High Court for the States of Punjab and Haryana at Chandigarh.

Dated this 20th day of Oct., 2016.

MANISH KUMAR SINGLA, ADV.

SUMAN JAIN, ADVOCATE

ASHOK JINDAL, ADVOCATE

(Sd.)...,

Chairperson appointed for the meeting of Equity Shareholders of Resulting Company No. 2/Petitioner Company No. 3.

(Sd.)...,

Chairperson appointed for the meeting of Secured Creditors of Resulting Company No. 2/Petitioner Company No. 3.

(Sd.)...,

Chairperson appointed for the meeting of Unsecured Creditors of Resulting Company No. 2/Petitioner Company No. 3.